

AMERIPATH INC  
Form 8-K  
November 05, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): November 1, 2004

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**AMERIPATH, INC.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-22313**  
(Commission File Number)

**65-0642485**  
(I.R.S. Employer

Identification Number)

7289 Garden Road

33404

Suite 200

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**Riviera Beach, Florida**  
(Address of principal executive offices)

(Zip code)

**Registrant's telephone number, including area code: (561) 712-6200**

**Not Applicable**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry Into a Material Definitive Agreement**

On November 1, 2004, AmeriPath, Inc., a Delaware corporation (the Company), St. Luke's Pathology Associates, Inc., a Missouri corporation (St. Luke's) and the shareholders of St. Luke's entered into and simultaneously closed a Stock Purchase Agreement (the Purchase Agreement). The Purchase Agreement provides for the purchase by the Company of all of the issued and outstanding shares of capital stock of St. Luke's for aggregate consideration of up to approximately \$4.8 million, which includes the assumption of certain liabilities. The purchase price was paid with existing working capital. The Purchase Agreement contained representations and warranties of the parties and other customary provisions and ancillary documents.

The foregoing description of the terms of the Purchase Agreement is qualified in its entirety by reference to the Purchase Agreement, which the Company intends to file as an exhibit to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.

